

**AMENDMENT No. 2 TO
STATE OF GEORGIA MASTER WESTLAW AGREEMENT**

This Amendment No. 2 is made this 1st day of July, 2006, by and between the **GEORGIA TECHNOLOGY AUTHORITY ("GTA")** and **WEST, A THOMSON BUSINESS (Contractor)"**.

WHEREAS, heretofore GTA entered into that certain State of Georgia Master Westlaw Agreement on March 26, 2004, with respect to certain services to be provided to GTA by Contractor, as more particularly described therein the "Agreement"), and

Amendment 1, effective February 18, 2005.

WHEREAS, the parties wish to amend the Agreement to reflect certain changes.

NOW, THEREFORE, in consideration of the premises, the terms and conditions stated herein, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto hereby agree as follows:

1. Term. The Agreement is hereby amended by renewing the Term until June 30, 2007.
2. Definitions. All capitalized terms used herein and not expressly defined herein shall have the respective meanings given to such terms in the Agreement.
3. Successors and Assigns. This Amendment No. 2 shall be binding upon and inure to the benefit of the successors and permitted assigns of the parties hereto.
4. Entire Agreement. Except as expressly modified by this Amendment No. 2, the Agreement shall be and remain in full force and effect in accordance with its terms and shall constitute the legal, valid, binding and enforceable obligations of the parties. This Amendment No. 2 and the Agreement, collectively, are the complete agreement of the parties and supersede any prior agreements or representations, whether oral or written, with respect thereto.

IN WITNESS WHEREOF, the parties have caused this Amendment No. 2 to be duly executed by their authorized representatives as of the date set forth above.

WEST, A THOMSON BUSINESS

By: *N. M. Leonard*
Name: N. M. LEONARD
Title: Sr. Business Analyst
Date: 7 June, 2006

GEORGIA TECHNOLOGY AUTHORITY

By: *David J. Hightower*
Name: _____
Title: David J. Hightower
Sr. Technology Planning Officer
Date: 6/12/06